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**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK**

TELEBRANDS CORP.,

Plaintiff,

v.

AS SEEN ON TV, INC., TV GOODS, INC.,
BOB DECECCO, RON RULE, XYZ
CORPORATIONS 1-10, and JANE AND
JOHN DOES 1-10,

Defendants.

Civil Action No. 16-cv-6610 (LAK)

CONSENT ORDER

WHEREAS, on August 22, 2016, Plaintiff Telebrands Corp. (“Telebrands” or “Plaintiff”) filed a Complaint in this matter in which As Seen On TV, Inc. (“ASTV, Inc.”) and TV Goods, Inc. (“TV Goods”) (“Defendants”) were named as Defendants (collectively, the “Parties”);

WHEREAS, the Parties have executed a final General Release and Settlement Agreement (hereinafter, the “Settlement Agreement”), dated March 10, 2017; and

WHEREAS, as part of that Settlement Agreement, ASTV, Inc. and TV Goods agreed that certain of their obligations under the Settlement Agreement would be entered as a Consent Order with this Court, and that this Court would retain jurisdiction to enforce said Order;

IT IS HEREBY STIPULATED AND AGREED, by and between the Parties through the undersigned counsel for Telebrands, ASTV, Inc., and TV Goods, that:

1. ASTV, Inc. and TV Goods are not currently engaging in, and in the future shall not engage in, any paid searches or "search engine optimization activities" to promote, in any way, the URL/domain seenontv.com, or the term "As Seen On TV," on any search engine.
2. ASTV, Inc. and TV Goods are not operating, have never operated, and in the future shall not operate any website at the URL/domain seenonTV.com.
3. ASTV, Inc. and TV Goods are not participating in, have never participated in, and in the future shall not participate in the operation of any website at the URL/domain seenonTV.com.
4. Defendants represent that they do not possess any rights, title or interest in or to the URL/domain seenontv.com, or to any URLs/domains or social media platforms (e.g., Twitter, Facebook, Instagram) with a substantially similar name thereto, including but not limited to the URLs/domains listed in Exhibit A-1 ("the Property") to the Parties' Disclaimer, Release and Conditional Assignment of Property Rights Agreement ("Conditional Assignment"), which is annexed as Exhibit A to the Settlement Agreement. However, if it turns out that Defendants actually do (unbeknownst to Defendants) possess some rights, title or interests in or to the Property, then Defendants

have agreed to assign any and all such rights, titles, and interests in and to the Property to Telebrands, pursuant to the Conditional Assignment.

5. ASTV, Inc. and TV Goods shall not, in the future, directly or indirectly use the URL/domain seenontv.com, or any substantially similar derivation thereof, to compete in any way with, or to divert consumers who are seeking to search for or use, Telebrands's asseenontv.com website.
6. The Parties expressly agree that this Court will maintain continuing jurisdiction to enforce this Order.
7. Telebrands shall dismiss this action as to Defendants ASTV, Inc. and TV Goods with prejudice and without costs.
8. The Parties expressly agree that upon a violation of this Order, either Party may request that this action be reopened solely to address such violation.

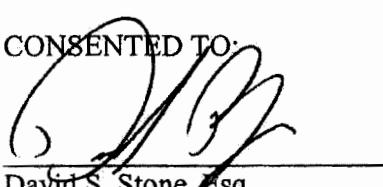
JOINTLY APPROVED AND
SUBMITTED FOR ENTRY:

SO ORDERED BY:

Dated: May 16, 2017


Lewis A. Kaplan
United States District Judge

CONSENTED TO:


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